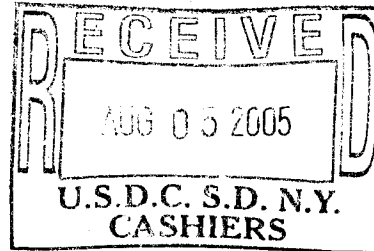


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**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

Judge Pauley

----- X
ELAINE ORBACH AS EXECUTRIX OF
THE ESTATE OF JEROME B. ORBACH
a/k/a JERRY ORBACH,

Plaintiff,

-against-

HILTON HOTELS CORPORATION,

Defendant.
----- X

05 CV 6971

Index No.

**NOTICE OF REMOVAL OF ACTION
PURSUANT TO 28 U.S.C. § 1441**

TO THE CLERK OF THE COURT:

PLEASE TAKE NOTICE that Defendant Hilton Hotels Corporation hereby removes to this Court the action described below:

1. On or about February 5, 2004, a civil action was commenced in the Supreme Court of the State of New York initially entitled Jerry Orbach v. Hilton Hotels Corporation, and later entitled Elaine Orbach, as Executrix of the Estate of Jerome B. Orbach a/k/a Jerry Orbach v. Hilton Hotels Corporation, New York County Index No. 102061/04 (the "State Court Action").

2. By Order dated July 8, 2005, the Supreme Court of the State of New York granted the motion of Elaine Orbach, as executrix of the estate of Jerome B. Orbach, to substitute

as plaintiff in the State Court Action. In addition, the New York State Supreme Court ruled that plaintiff's amended complaint was deemed filed and served.

3. The amended complaint, with notice of entry of the New York State Supreme Court's July 8, 2005 decision, was delivered to defendant's counsel by overnight mail on or about July 26, 2005. A true and correct copy of the amended complaint is annexed hereto as Exhibit A.

4. Plaintiff's amended complaint in the State Court Action purports to allege claims against defendant for federal trademark infringement under the Lanham Act, 15 U.S.C. § 1125(a), as well as violations of the right of publicity pursuant to the laws of the states of New York, Michigan and Pennsylvania. The purported claims relate to defendant's alleged use of a documentary video narrated by Jerry Orbach.

5. This Court has original jurisdiction as to plaintiff's alleged federal trademark claims pursuant to 15 U.S.C. § 1121(a) and 28 U.S.C. § 1331, and supplemental jurisdiction as to plaintiff's various state law right of publicity claims pursuant to 28 U.S.C. § 1367. This action may be removed to this Court by defendant pursuant to 28 U.S.C. § 1441 in that it is a civil action in which the amended complaint alleges a federal claim under the Lanham Act, 15 U.S.C. § 1125(a).

6. This notice has been filed within 30 days from the New York State Court's Order deeming the complaint served and filed.

7. True and correct copies of all process, pleadings and orders in the State Court Action are attached hereto, as follows:

Exhibit A: Plaintiff's Verified Amended Complaint dated July 20, 2004;


- Exhibit B: Plaintiff's Summons and Verified Complaint dated February 5, 2004;
- Exhibit C: Defendant's Verified Answer dated March 19, 2004;
- Exhibit D: Defendant's request for judicial intervention and motion to compel discovery dated June 15, 2004;
- Exhibit E: Plaintiff's memorandum of law in opposition to motion to compel discovery and cross-motion for protective order and leave to serve and file an amended complaint, dated July 22, 2004;
- Exhibit F: Affirmation in John A. Piskora in further support of defendant's motion to compel discovery and in opposition to plaintiff's cross-motion, dated August 11, 2004;
- Exhibit G: Reply memorandum of law and supporting affirmation of James B. Fishman, dated August 18, 2004;
- Exhibit H: Notice of entry, dated November 4, 2004, and Preliminary Conference Order, dated October 26, 2004;
- Exhibit I: Order to Show Cause, dated May 2, 2005, seeking an order substituting Elaine Orbach, as executrix of the estate of Jerome B. Orbach, as plaintiff;
- Exhibit J: Affirmation of John A. Piskora in opposition to the application for substitution, dated May 9, 2005;
- Exhibit K: Reply affirmation of James B. Fishman in support of application for substitution, dated May 27, 2005; and

Exhibit L: Notice of entry, dated July 22, 2005, and Decision and Order,
dated July 8, 2005.

WHEREFORE, Defendant Hilton Hotels Inc. respectfully requests that this action
be removed to this Court and placed on the docket of this Court for further proceedings as
though originally instituted in this Court.

Dated: New York, New York
August 5, 2005

LOEB & LOEB LLP

By: 
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